

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE**

In re:

Legacy IMBDS, Inc., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 23-10852 (KBO)

(Jointly Administered)

**Ref. Docket No. 923**

**ORDER (I) AUTHORIZING DEBTORS TO ASSUME AND ASSIGN  
PONTUS MASTER LEASE AGREEMENT AND (II) GRANTING RELATED RELIEF**

Pursuant to and in accordance with the *Order (I) Authorizing the Sale of Substantially All of the Debtors' Assets Free and Clear of All Encumbrances Other Than Assumed Liabilities; (II) Approving the Debtors' Entry into the Asset Purchase Agreement; (III) Authorizing Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (IV) Granting Related Relief* [Docket No. 461] (the “Sale Order”)<sup>2</sup> entered in the above-captioned chapter 11 cases of Legacy IMBDS, Inc. and its debtor affiliates (collective, the “Debtors”); and the Debtors having properly filed with this Court and served on the notice parties a notice (the “Designation Notice”) of their intent to assume and assign to Buyer designee IV Media Properties LLC the Designated Contract identified on Annex A hereto (the “Pontus Master Lease Agreement”); and such notice having been adequate and appropriate under the circumstances; and it appearing that no other or further notice need be provided; and no timely objections having been filed to the

<sup>1</sup> The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor's federal tax identification number are: ValueVision Media Acquisitions, Inc. (8670); Legacy IMBDS, Inc. (3770); ValueVision Interactive, Inc. (8730); Portal Acquisition Company (3403); VVI Fulfillment Center, Inc. (5552); ValueVision Retail Inc. (2155); JWH Acquisition Company (3109); PW Acquisition Company, LLC (0154); EP Properties, LLC (3951); FL Acquisition Company (3026); Norwell Television, LLC (6011); and 867 Grand Avenue, LLC (2642). The Debtors' service address is 6740 Shady Oak Road, Eden Prairie, MN 55344-3433.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Sale Order.

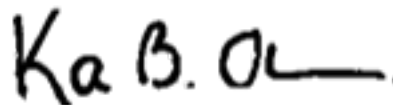
Designation Notice; and the Court having found and determined that the relief requested is in the best interests of the Debtors, their estates, their creditors, and all parties in interest, and after due deliberation and sufficient cause appearing therefore, it is HEREBY ORDERED THAT:

1. Effective upon payment of the Cure Cost set forth on **Annex A** to this Order, the Pontus Master Lease Agreement shall be deemed assumed by the Debtors and assigned to Buyer designee IV Media Properties LLC in accordance with the terms of the Sale Order, as further set forth herein. Thereafter, (a) the Pontus Master Lease Agreement shall be a Purchased Contract under the Asset and Equity Purchase Agreement approved by the Sale Order, (b) the Pontus Objection shall be deemed withdrawn, and (c) the Pontus Administrative Claim shall be deemed satisfied and withdrawn.

2. The Debtors are authorized to take all action necessary to effectuate the relief granted in this Order.

3. The Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, and/or enforcement of this Order.

**Dated: February 12th, 2024**  
**Wilmington, Delaware**

  
**KAREN B. OWENS**  
**UNITED STATES BANKRUPTCY JUDGE**